

DATE OF SERVICE OF LEASE REJECTION NOTICE: OCTOBER 27, 2009

OPPOSITION/RESPONSE DUE: NOVEMBER 6, 2009

CLAIMS BAR DATE: NOVEMBER 27, 2009

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W. R. GRACE & CO., et al.¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)
)

**NOTICE OF REJECTION OF AN UNEXPIRED LEASE OF NON-RESIDENTIAL
REAL PROPERTY**

To: John K. Fiorillo, Esq., Unruh, Turner, Burke & Frees, P. O. Box 515 17 West Gay Street West Chester, Pa 19381-0515 Fax (610) 918-1361	Industrial Real Estate Management, Inc., General Partner of Hanmar Associates, M.L.P., c/o Hankin Management Company P.O. Box 26767 Elkins Park, PA 19027 Phone (215) 537-8400 Fax (215) 537-4456
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¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Mark Hankin
PO. Box 26767
Elkins Park, PA 19027

Phone (215) 537-8400
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(collectively the "Lessor")

Louis F. Iliban, III
Chief Financial Officer
New Huntingdon Development, Inc.
P.O. Box 11283
Elkins Park, PA 19027

Phone (215) 537-8400
Fax (215) 537-4456

Re: Unexpired lease (the "Lease") of 23,250 ft. building, Lot #7, 1330 Industry Road, Hatfield, PA 19440 (the "Property").

THIS NOTICE IS BEING PROVIDED TO YOU IN ACCORDANCE WITH THAT CERTAIN ORDER PURSUANT TO SECTIONS 365 AND 554 OF THE BANKRUPTCY CODE (I) AUTHORIZING AND APPROVING A PROCEDURE FOR THE REJECTION OF CERTAIN UNEXPIRED LEASES OF NON-RESIDENTIAL REAL PROPERTY EXECUTORY CONTRACTS AND (II) AUTHORIZING THE DEBTORS TO REJECT CERTAIN UNEXPIRED LEASES OF NON-RESIDENTIAL REAL PROPERTY AND EXECUTORY CONTRACTS, DOCKET NO. 24 (THE "ORDER"), ENTERED ON APRIL 2, 2001, BY THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE (THE "COURT").

PLEASE TAKE NOTICE that, pursuant to the terms of the Order, the Debtors hereby provide you with this *Notice of Rejection of an Unexpired Lease of Non-Residential Real Property* (the "Notice") of their intent to reject the Lease (the "Lease Rejection").

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Order, absent the filing of a timely objection as described herein, the Lease shall be deemed rejected effective as of the date of this Notice (the "Rejection Date").

PLEASE TAKE FURTHER NOTICE that, on October 27, 2009, the Debtors served this Notice on: (a) the Lessor at the addresses listed above and counsel to the Lessor; and (b) the following parties (the "Notice Parties"): (i) the office of the United States Trustee; (ii) counsel to

the DIP Lender; (iii) counsel to JP Morgan Chase Bank N.A. as agent for the Debtors' prepetition lenders; (iv) counsel to each of the official committees appointed in these Chapter 11 Cases; (v) counsel to the Asbestos Personal Injury and Asbestos Property Damage Future Claimants' Representatives; (vi) those parties that requested service and notice of papers in accordance with Fed. R. Bankr. P. 2002; and (vii) .

PLEASE TAKE FURTHER NOTICE that, on **October 26, 2009**, the Debtors unequivocally surrendered the Property to the Lessor by removing all furniture, fixtures and equipment located inside the leased property and returning the keys to the Lessor [**ascertain the party to whom the keys were returned**].

PLEASE TAKE FURTHER NOTICE that upon the rejection of the Lease you are required to file a rejection damages claim (the "Rejection Damages Claims"), if any, on or before the thirtieth day after the Rejection Date, which is **November 27, 2009** (the "Claims Bar Date"), with the Debtors' claims agent (the "Claims Agent") at the following address:

By Mail:

Rust Consulting, Inc.
Claims Processing Agent
Re: W.R. Grace & Co. Bankruptcy
PO Box 1620
Faribault, MN 55021-1620

By Hand:

Rust Consulting, Inc.
Claims Processing Agent
Re: W.R. Grace & Co. Bankruptcy
201 S. Lyndale Ave
Faribault, MN 55021

PLEASE TAKE FURTHER NOTICE that you need not file an objection to this Lease rejection to preserve your Rejection Damages Claim *as long as you timely file the Rejection Damages Claim prior to the Claims Bar Date* with the Claims Agent.

PLEASE TAKE FURTHER NOTICE that, should you object to the Debtors' rejection of the Lease, you must follow procedures delineated below:

Opposition Procedures:

1. If you wish to object to the Lease rejection, you must file a written objection (the "Objection") with the Court and serve the Objection on the Debtors and the Notice Parties (at the facsimile numbers identified on the distribution list attached hereto) so that the Notice Parties and the Debtors have actually received the Objection on or before **4:00 p.m. ET, November 6, 2009** (the "Objection Deadline").

2. Absent the timely filing and service of the Objection prior to the Objection Deadline in compliance with the foregoing procedure, the rejection of the Lease shall become effective on the Rejection Date without further notice or hearing.

3. If an objection is properly filed and served on the Debtors and the Notice Parties prior to the Objection Deadline in compliance with the foregoing procedure, the Court will schedule a hearing to consider the Notice and the Objection. If the Court enters an order upholding the objection and determining the effective date of the Lease Rejection, the date set forth in that Order shall be the date on which the Lease Rejection shall be deemed effective. If you withdraw the Objection or if the Court overrules the Objection or otherwise does not determine the date on which the Lease Rejection is deemed effective, the Lease Rejection shall be deemed to be effective as of the Rejection Date.

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PLEASE TAKE FURTHER NOTICE that objections, oppositions or comments to the procedures set forth in this Notice *will not be considered* an objection to the Lease Rejection, and will therefore not be considered.

Dated: October 27, 2009


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and

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